



BRAHMAPUTRA VALLEY FERTILIZER CORPORATION LIMITED

Reg. Office: Namrup, P.O. Parbatpur, Dist.: Dibrugarh, Assam – 786623

CIN - U24123AS2002GOI006786

Website: www.bvfcl.com

Phone no: 0374-2500618, email: vkumarjha@bvfc.co.in

Notice of 23rd Annual General Meeting

Notice is hereby given that the 23rd Annual General Meeting of the Members of Brahmaputra Valley Fertilizer Corporation Limited will be held through Video Conferencing (VC)/Other Audio Video means (OAVM) on Friday, 5th day of December, 2025 at 3:30 P.M. at a shorter notice to transact the following businesses :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025, together with the Reports of Board of Directors, Independent Audit and the comments of the Comptroller & Auditor General of India (C&AG) thereon and to pass the following resolution with or without any modification(s) as Ordinary Resolution:

“RESOLVED THAT the Audited Annual Financial Statements of the Company for the Financial Year ended 31st March, 2025 along with the Director's Report, Independent Audit Report and the comments of C&AG thereon be and are hereby approved and adopted.”

2. To fix remuneration of Statutory Auditors of the Company for the Financial Year 2025-26 and, if thought fit, to pass the following resolution with or without modification(s), as an Ordinary Resolution

“RESOLVED THAT the Audit Committee / Board of Directors of the Company be and are hereby authorised to review and approve such remuneration as it may decide for the Statutory Auditors appointed by the Comptroller and Auditor General of India for the Financial Year 2025-26 and the Statutory Auditors shall hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company.”

SPECIAL BUSINESS :

3. To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s K.G. Goyal & Associates, Jaipur, as Cost Auditor of the Company appointed by the Board of Directors of the

Company to conduct the audit of the Cost Accounting Records of the Company for the Financial Year ending 31st March, 2026, be paid the remuneration as under:

- i) A total professional fee payable Rs. 42,500/- only.
- ii) Conversion of Annual Cost Audit Report to XBRL format and uploading fee to MCA portal for Rs. 7,500/- (Rupees Seven Thousand and Five Hundred Only) ;
- iii) Reimbursement of traveling expenses by Air fare (Economic class) (to and fro) to Proprietor or 1 (one) Partner or for 1 (one) qualified staff the reimbursement will be in 2AC. The reimbursement will be in 3AC rail fare (to and fro) to 1 (one) audit assistant or as per actual whichever less on submission of documentary is evidence. Free fooding & lodging to the audit team in BVFCL Guest House free of charge.
- iv) Local transport at the Namrup station to-and-fro Railway Station/airport/Bus Stand and Company's Guest House to place of work will be provided by the company free of charge. However, in respect of local transport charges at the originating destination, the reimbursement (to & fro) shall be limited to auto charges @ Rs.200/- to Audit staff and Rs.300/- for partner/proprietor/qualified by taxi, or actual whichever is less on production of documentary evidence.
- v) Three set of hard copy of the audit report should be printed and bind before submission for which no additional payment will be reimbursed by BVFCL. All the charges/fees are excluding the applicable taxes, if any

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and to take all such steps, as may be necessary or expedient to give effect to this resolution."

By Order of the Board of Directors

Sd/-

Vikash Kumar Jha
Company Secretary

Place : Namrup, Assam
Date

Notes :

1. Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 in respect of the item No. 3 (Special Business) is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") vide its General Circular no. 03/2025 dated 22.09.2025 read with General Circular no. 20/2020 dated 05.05. 2020, General Circular no. 2/2022 dated 05.05. 2022, General Circular no. 10/2022 dated 28.12.2022, General Circular no. 09/2023 dated 25.09.2023 and General Circular no. 09/2024 dated 19.09.2024 (hereinafter collectively referred to as "MCA Circulars") permitted holding of Annual General Meeting (AGM) through Video Conference ("VC") or Other Audio Visual Means ("OAVM") till further orders, in accordance with the requirements laid down in para 3 and para 4 of the General circular no. 20/2020 dated 05.05. 2020. In compliance with the provisions of the Companies Act, 2013 ("Act"), and MCA Circulars, the AGM of the Company can be held through VC / OAVM. In pursuance of the applicable provisions of the Act read with MCA Circulars, the Twenty third Annual General Meeting of the Company ("AGM") is being convened and conducted through VC / OAVM, which does not require physical presence of members at a common venue. The venue of AGM shall be deemed to be the Registered Office of the Company at Namrup, Dist. Dibrugarh, Assam -786623.
3. The meeting web link will be sent to all the members of the Company at their official mail id. The Members can join the AGM in the VC/OAVM mode 15 minutes before the time scheduled for commencement of the meeting. Members can also join within 15 minutes of the commencement of meeting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 114 of the Companies Act, 2013, representatives of the members such as the President of India shall attend the AGM through VC/OAVM and cast their votes through show of hands.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.bvfcl.com.
7. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Sundays and Public Holidays) during business hours upto the date of the Meeting.

To
All Members of BVFCL
All the Directors on the BVFCL Board
Statutory Auditors of the Corporation
Secretarial Auditors of the Corporation

ANNEXURE TO THE NOTICE
(Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3 : Ratification of the Remuneration of the Cost Auditors of the Company for the Financial Year ended 31st March, 2026.

The Board of Directors of the Company has approved the appointment and remuneration of M/s K.G. Goyal & Associates, Jaipur, as Cost Auditors of the Company in its 129th Board meeting held on 09th July, 2025 to conduct the audit of the Cost Accounting Records of the Company for the F.Y. 2025-26. In accordance with the provisions of Section 148 and other applicable provisions of Companies Act, 2013 read with the Rule 14 of the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the Cost Auditors for the F.Y. 2025-26 by way of the an Ordinary Resolution is being sought from the members, as set out at item No. 3 of the Notice.

The Board accordingly recommends the passing of the proposed Ordinary Resolution for approval of the members.

None of the Directors or Key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in passing of the said Ordinary Resolution.

By Order of the Board of Directors

Sd/-
Vikash Kumar Jha
Company Secretary

Place : Namrup, Assam
Date :